

Charter
and
By-Laws
of the
Philadelphia Museum of Art



Philadelphia
1957

THE UNIVERSITY OF THE ARTS
LIBRARY - ARCHIVES

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and
By-Laws
of the
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*Incorporated by Decree of the
Court of Common Pleas No. 3
For the County of Philadelphia
of December Term 1875 No. 1041*

*Charter Granted February 27, 1876
Amended May 26, 1877, June 15, 1885,
April 4, 1929, April 7, 1938*

Charter

of the

Philadelphia Museum of Art

I

The name of the Corporation shall be "PHILADELPHIA MUSEUM OF ART."

II

The purpose for which the Corporation is formed is to establish for the State of Pennsylvania, in the City of Philadelphia, a Museum of Art, in all its branches and technical application, and with a special view to the development of the Art and Textile Industries of the State to provide instruction in Drawing, Painting, Modelling, Designing, Weaving, Dyeing, etc., through practical schools, special libraries, and otherwise.

III

The business of the Corporation shall be transacted in the City of Philadelphia.

IV

The Corporation is to have perpetual succession.

V

The Corporation shall be managed by a Board of Trustees, who shall be chosen, at the time fixed, in number and in the manner prescribed by the By-Laws.

VI *

The Corporation shall be composed of persons who may become members upon such terms as the Trustees shall determine. The right of voting and transacting business and of service as a Trustee shall be confined to members, other than Honorary, who have contributed at least one thousand dollars at one time to the Corporation and have been duly elected Benefactors, Patrons or Fellows by the Board of Trustees.

VII

The Trustees shall have power to grant degrees as may be authorized by the State Council of Education or its successor, and to make and adopt By-Laws, and the same to alter and amend, and make such regulations for the government and management of the Corporation as shall be deemed expedient, not inconsistent with the Constitution and Laws of the United States and of the Commonwealth of Pennsylvania.

*The Trustees named in Article VI of the original Charter were "The Governor of the State, the Mayor of the City, John Welsh, William Bigler, John Sartain, George W. Childs, Thomas Dolan, G. Dawson Coleman, John Baird, William P. Pepper, John L. Shoemaker, Theodore Cuyler, James Hunter, Charles Platt, Morton McMichael, Henry C. Gibson, William Pepper, M. D., Coleman Sellers, Chapman Biddle, James L. Claghorn, Thomas Cochran, Samuel Wagner, Jr." Of these gentlemen Morton McMichael, Theodore Cuyler and William Platt Pepper were chosen by the others to subscribe as incorporators before the Recorder of Deeds.

By-Laws

of the

Philadelphia Museum of Art

I CLASSIFICATION OF MEMBERS

- 1 *Benefactors*, who contribute or bequeath \$25,000 or more to the Corporation.
- 2 *Patrons*, who contribute or bequeath \$5,000 to the Corporation.
- 3 *Fellows*, who contribute \$1,000 at one time.
- 4 *Life Members*, who contribute \$500 at one time.
- 5 *Associates*, who contribute \$250 a year.
- 6 *Sustaining Members*, who contribute \$100 a year.
- 7 *Contributing Members*, who contribute \$25 a year.
- 8 *Annual Members*, who contribute \$10 a year.

Any person may be elected Benefactor, Patron, Fellow or Life Member, who shall have made a gift to an amount requisite for admission to the respective class. A gift by an industrial firm or corporation of at least one thousand

dollars at one time in the name of a person shall entitle such person to be elected to the class of membership to which the amount of such gift is requisite for admission. Any person may be elected Honorary Benefactor, Honorary Patron or Honorary Fellow who shall have made a loan of an important work of art or collection of a value equal to the gift of the corresponding class of members of the Corporation.

Members in any of the above classes may be nominated and elected at the stated meetings of the Board of Trustees. Three-fourths of the votes cast shall be necessary to elect members.

Benefactors, Patrons, Fellows and Life Members shall not be liable to annual dues.

The dues of Members who pay annually shall be payable in advance.

Members in arrears for one year shall be considered as having resigned and their names may be stricken from the list by the Board of Trustees.

II TRUSTEES

The Board of Trustees shall consist of not more than twenty-four members elected by the qualified members of the Corporation as hereinafter provided, the Governor of Pennsylvania, the Mayor of Philadelphia, the President of the Philadelphia City Council and the President of the Commissioners of Fairmount Park, ex officiis. Of the Trustees elected by the Corporation one-third shall be chosen at each annual meeting to serve for three years to fill the places of those whose terms shall have then expired.

At meetings of the Board of Trustees five members shall constitute a quorum.

Any vacancy in their number may be filled by the Trustees at any meeting by appointment to serve until the next annual meeting of the Corporation.

III OFFICERS

The officers of the Corporation shall be a President, two Vice-Presidents (all of whom shall be chosen from the Board of Trustees), a Treasurer and a Secretary (not necessarily members of that body). The office of the Treasurer and the Secretary may be held by the same person. In addition to these officers, the Board may, when it so desires, elect one of its members as Chairman of the Board of Trustees.

The officers shall be elected by ballot by the Trustees at their first meeting after the annual meeting of the Corporation and shall hold their offices for one year or until the election of their successors.

Any vacancy among the officers may be filled by the Trustees at any meeting of the Board.

The Chairman of the Board of Trustees shall preside at all meetings of the Board of Trustees and shall perform such executive duties as the Board shall direct. The President, in the event no Chairman has been elected or in the absence of the Chairman, shall preside at all meetings of the Board of Trustees. The President and the Chairman of the Board of Trustees shall be ex officio members of all Committees. In the absence of the Chairman and of the President, a Vice-President or in the absence of both Vice-Presidents, one of the Trustees shall be chosen to preside.

The Treasurer shall have charge of the funds, securities, and the evidences of title of the Corporation and shall deposit them in such institutions as the Board of Trustees shall from time to time direct.

He shall keep accurate accounts of the receipts and expenditures during the year and shall at each stated meeting of the Trustees present a detailed statement of the same. He shall prepare an annual report of the financial condition of the Corporation, which shall have been audited by a licensed public accountant. He shall keep a register of the names and addresses of all the members of the

Corporation. He shall attend to the collection of all dues and shall make such payments as may be ordered by the Board of Trustees. He shall give bond for the faithful performance of his duties in such form and amount as the Trustees may require.

The Secretary shall attend all meetings of the Corporation and of the Trustees and also any meeting of any Standing Committee when required. He shall send notice of meetings to each member at least two days before such meeting and shall keep a record of the proceedings. He shall have the custody of the seal of the Corporation and shall receive such annual compensation for his services as may be fixed by the Trustees.

The Trustees shall appoint a Director of the Museum, a Dean of the Philadelphia Museum School of Art, and such other officers as may be necessary and shall define their respective duties and fix their compensations.

IV COMMITTEES

The Trustees shall in each year elect by ballot four of their members to serve as Chairmen of the following Standing Committees: Board of Governors of the Museum, Board of Governors of the Philadelphia Museum School of Art, Board of Governors of the Samuel S. Fleisher Art Memorial and a Committee on Finance. These chairmen shall appoint the other members of their respective committees and fix the time and place of their meetings.

Any member of the Corporation may be appointed to the Standing Committees.

The Board of Governors of the Museum shall be composed of not more than thirty members, who shall have charge of all objects in the Museum and of their arrangement and exhibition.

The Board of Governors of the Philadelphia Museum School of Art shall be composed of not more than thirty members who shall have charge of the conduct and management of the School.

The Board of Governors of the Samuel S. Fleisher Art Memorial shall be composed of not more than fifteen members who shall have charge of the conduct and management of the Samuel S. Fleisher Art Memorial.

The Committee on Finance shall be composed of not more than seven members, four of whom shall constitute a quorum, who shall have charge of the funds of the Corporation for investment with power to invest and re-invest the same and who shall report at the succeeding meeting of the Board of Trustees on actions taken by the Committee.

The Standing Committees shall make reports of their proceedings by minutes or otherwise at the stated meetings of the Board of Trustees. The Standing Committees shall prepare their respective budgets to be submitted to the Board of Trustees for approval or modification.

Any member of any Standing Committee who shall have been absent from two successive meetings without sufficient reason given therefor, may, after due notice, be dropped from the Committee and another person appointed to fill the vacancy.

Any vacancy in the Standing Committee shall be filled by the Chairman of that Committee.

There shall also be an Associate Committee of Women to assist the Board of Trustees in carrying out the aims and objects of the institution, in looking after the welfare of the students, in raising funds, and in performing such other duties as may arise and be approved by the Trustees.

V INDEBTEDNESS

No contract involving an expenditure exceeding \$500, except funds for investment or for payment of specific items set forth in the budget recommendations from the respective Standing Committees and approved by the Board, shall be incurred except by authority of the Board

of Trustees. The Board shall make such rules and regulations in regard to the method of paying bills as it shall, from time to time, determine.

VI MEETINGS

At all meetings of the Corporation the number of qualified members present in person or by proxy necessary to constitute a quorum for the transaction of business shall be ten, and at such meetings only Benefactors, Patrons and Fellows shall be entitled to vote, each having one vote which may be cast by person or by proxy.

The annual meeting of the Corporation shall be held on the second Monday in June in each year, at such place and hour as the President shall determine. The annual reports of the Board of Trustees and of the Treasurer shall be submitted to such meeting and the election of Trustees to fill the places of those whose term of office expires and to fill any place made vacant during the year shall be held.

The Board of Trustees so elected shall meet for organization immediately after the annual meeting of the Corporation, or as soon thereafter as possible, and thereafter on such day or days in each month, except July, August and September, as may be from time to time determined by the Board.

VII SPECIAL MEETINGS

Special meetings of the Corporation shall be called at any time upon an order of the President, or upon the written demand of five qualified members, stating the object of the meeting.

Special meetings of the Board of Trustees shall be called at any time upon an order of the President, or upon the written demand of three members thereof, stating the object of the meeting.

Special meetings of the Standing Committees may be called by the President.

At special meetings no other subjects than those specified in the written demand, which shall also be expressed in the notices, shall be considered.

VIII ORDER OF BUSINESS

At the annual meeting of the Corporation:

- Reading of the minutes
- Report of the Board of Trustees
- Report of the Treasurer
- Election of Trustees

At the stated meetings of the Board of Trustees:

- Reading of the minutes
- Report of the President
- Report of the Treasurer
- Reports of Standing Committees
- Reports of Special Committees
- Deferred business
- Election of Corporation Members
- New business

IX AMENDMENTS

New By-Laws or amendments or repeal of any By-Laws or amendments of the Charter may be proposed at any stated meeting or special meeting of the Board of Trustees called for that purpose, and such new By-Laws, amendments, or repeal shall be submitted for adoption at a subsequent stated or special meeting of the Board of Trustees, provided that at least two weeks' notice of the proposed action shall be sent to each member of the Board of Trustees. And at such subsequent meeting the proposed new By-Laws, amendments or repeal may be adopted by a vote of three-fourths of the members of the Board present.

